

Pursuant to Article 277 paragraph 2 of the Company Act and Article 25 paragraph 2 of the Statute of the PORT OF RIJEKA j.s.c., with headquarters in Rijeka, Riva 1 (hereinafter: the Company), on 7<sup>th</sup> July 2016 the Company Management adopted the Decision to convene the General Assembly of the Company, and thus it hereby notifies and invites the Company's shareholders, in accordance with Article 277 paragraph 3 and paragraph 6 of the Company Act, and Article 27 paragraph 2 of the Statute of the Company, to the

## **GENERAL ASSEMBLY OF THE PORT OF RIJEKA j.s.c.**

**to be held on Thursday, 25<sup>th</sup> August 2016, with the beginning at 11 a.m. at the Company's headquarters in Rijeka, Riva 1, 2<sup>nd</sup> floor, conference hall, with the following**

### **A g e n d a :**

1. Opening of the General Assembly and the determination of the number of the persons and the represented shareholders or their proxies who are present
2. Annual financial statements of the Company and consolidated annual financial statements of the Port of Rijeka Group for 2015, with the report and opinion of the authorized auditor, Annual report of the Company Management on the state and performance of the Company and the Port of Rijeka Group for 2015 and the report of the Supervisory Board on the completed supervision of the Company's affairs in 2015
3. Adoption of the Decision on the use of profits made in 2015
4. Adoption of the Decision on giving approval to the members of the Company Management for the discharge of their duties for 2015
5. Adoption of the Decision on giving approval to the members of the Supervisory Board for the discharge of their duties for 2015
6. Adoption of the Decision on appointment of the Company's auditor for the business year 2016.

Proposals of decisions:

AD 2) Pursuant to Article 300.d of the Company Act, the Company Management and the Supervisory Board of the Company have determined the annual financial statements, as well as the consolidated annual financial statements for the Port of Rijeka Group for 2015, with the report and opinion of the authorized auditor, and the General Assembly does not adopt a decision regarding these documents. The financial statements will be presented to the General Assembly in addition to the Annual report of the Company Management on the state and performance of the Company and the Port of Rijeka Group for 2015, as well as the report of the Supervisory Board on the completed supervision of the Company's affairs in 2015.

The General Assembly does not adopt any decision regarding this item of the agenda.

Under item 3 of the agenda, the Company Management and the Supervisory Board of the Company propose that the General Assembly adopts the following decision:

AD 3) "It is hereby determined that the PORT OF RIJEKA j.s.c., pursuant to the financial statements for the year 2015, which ended on 31<sup>st</sup> December 2015, made a profit (post tax) in the amount of 1,265,201.68 Kuna, which is recorded in the books as undistributed profit."

Under item 4 of the agenda, the Company Management and the Supervisory Board of the Company propose that the General Assembly adopts the following decision:

AD 4) “I. The members of the Company Management are hereby discharged of their duties in relation to the management of the Company’s affairs for 2015:

1. Vedran Devčić, President of the Company Management, for the period between 1<sup>st</sup> January 2015 and 31<sup>st</sup> December 2015,
2. Linda Sciucca, Member of the Company Management, for the period between 1<sup>st</sup> January 2015 and 31<sup>st</sup> December 2015,
3. Nenad Janjić, Member of the Company Management, for the period between 1<sup>st</sup> January 2015 and 31<sup>st</sup> December 2015.

II. This Decision shall come into effect on the day it is adopted.”

Under item 5 of the Agenda, the Company Management and the Supervisory Board of the Company propose that the General Assembly adopts the following decision:

AD 5) “I. The members of the Supervisory Board are hereby discharged of their duties in relation to the supervision of the management of the Company’s affairs for 2015:

1. Nikola Mendrila, president, for the period between 1<sup>st</sup> January 2015 and 11<sup>th</sup> April 2015 and for the period between 6<sup>th</sup> May 2015 and 6<sup>th</sup> November 2015,
2. Loris Rak, vice-president, for the period between 1<sup>st</sup> January 2015 and 11<sup>th</sup> April 2015 and for the period between 6<sup>th</sup> May 2015 and 6<sup>th</sup> November 2015,
3. Katarina Drakulić, for the period between 1<sup>st</sup> January 2015 and 11<sup>th</sup> April 2015 and for the period between 6<sup>th</sup> May 2015 and 6<sup>th</sup> November 2015,
4. Darko Peričić, for the period between 1<sup>st</sup> January 2015 and 31<sup>st</sup> December 2015,
5. Krešimir Trtanj, for the period between 1<sup>st</sup> January 2015 and 15<sup>th</sup> April 2015 and the period between 13<sup>th</sup> May 2015 and 31<sup>st</sup> December 2015,
6. Štefica Salaj, president, for the period between 9<sup>th</sup> November 2015 and 31<sup>st</sup> December 2015,
7. Piotr Wojciech Ambrozowicz, vice-president, for the period between 9<sup>th</sup> November 2015 and 31<sup>st</sup> December 2015,
8. Toni Đikić, for the period between 9<sup>th</sup> November 2015 and 31<sup>st</sup> December 2015.

II. This Decision shall come into effect on the day it is adopted.”

Under item 6 of the agenda, the Supervisory Board of the Company proposes that the General Assembly adopts the following decision:

AD 6) “I. KPMG Croatia ltd. for auditing, Zagreb, Ivana Lučića 2a, 10000 Zagreb, is hereby appointed as the auditor of the Company for the business year 2016.

II. This Decision shall come into effect on the day it is adopted.”

### **Notification to shareholders and instructions for participating and exercising the right to vote and the Shareholder’s rights**

Each shareholder of the Company that submits a written application to the Company to participate, personally or by means of a representative or proxy, at least six days before the

General Assembly, not counting the day the application is received by the Company and the day on which the General Assembly is held, i.e. on 18<sup>th</sup> August 2016 at the latest, has the right to participate and exercise the right to vote in the General Assembly.

The applications to participate in the General Assembly are to be submitted directly at the Company or sent by registered mail to the address Luka Rijeka d.d., Riva 1, 51000 Rijeka, Company Management, Corporate Affairs Coordinator.

A shareholder or proxy must include the following information in the application: name and surname or company name, address of residence or headquarters, personal identification number, number of the account opened at the Central Depository and Clearing Company j.s.c. Zagreb, total number of shares or votes with which it participates in the General Assembly. In addition to the application, a shareholder which is a legal person must submit an excerpt from the court or other registry in which the legal person is registered (in the original or copy), which shows the person authorized to represent that legal person according to the law.

Shareholders or proxies that fail to apply for participation in the General Assembly within the deadline will not be able to participate.

A shareholder is considered to be a legal and natural person recorded in the depository of the Central Clearing and Depository Company j.s.c. Zagreb as a shareholder, at the end of the last day for submitting the application to participate in the General Assembly i.e. 18<sup>th</sup> August 2016.

The state of records of the Central Clearing and Depository Company j.s.c. Zagreb on the last day for submitting the application to participate in the General Assembly is relevant in relation to the number of votes pertaining to each individual shareholder in the General Assembly.

Shareholders may be represented by proxies, natural or legal persons or shareholder associations on the basis of a valid written power of attorney certified by an authorized person in the Company's headquarters or by a public notary.

The power of attorney for applying to participate and/or voting in the General Assembly must state the following information: name and surname or company name, address of residence or headquarters of the proxy, number of the account at the Central Depository and Clearing Company j.s.c. Zagreb, total number of shares or votes at the disposal and the authorization to the proxy to vote in the General Assembly and perform other actions in relation to the General Assembly, name and surname or company and address of residence or headquarters of the proxy, handwritten signature of the proxy or legal representative, with the attached excerpt from the court registry (in the original or copy), if the proxy is a legal person.

It is recommended to use the application form for participation in the General Assembly and the power of attorney form, which can be obtained at the headquarters of the Company (telephone number 051 496 609), and are also available at the Company's website [www.lukarijeka.hr](http://www.lukarijeka.hr).

Shareholders and their proxies can obtain all necessary information regarding the application and the General Assembly at the headquarters of the Port of Rijeka j.s.c. in Rijeka, Riva 1, on business days (with the exception of Saturday) from 12 p.m. to 2 p.m., starting from the day this convocation is published, or via telephone number 051 496 609.

This convocation and the materials for the General Assembly which are to be considered and decided upon, will be available for viewing by shareholders in the headquarters of the Company,

starting from the day this convocation is published, on business days (with the exception of Saturday) from 12 p.m. to 2 p.m., in the office of the Corporate Affairs Coordinator, as well as via the Company's website [www.lukarijeka.hr](http://www.lukarijeka.hr).

If the shareholders that jointly have shares making one twentieth part of the Company's share capital, following the convening of the General Assembly, request an item to be put on the agenda of the General Assembly and to be published, the reasons for a proposal of the decision must be given for each new item on the agenda. A request for a new item of the agenda must be received by the Company at least 30 days before the General Assembly. The day on which the request is received by the Company is not included in this deadline.

Counterproposals of shareholders to a proposal of a decision given by the Company Management and/or the Supervisory Board regarding a particular item of the agenda, on which their names and surnames, reasons and any position of the Company Management must be stated, have to be available to the persons listed in Article 281 paragraphs 1 to 3 of the Company Act under the requirements listed therein, if a shareholder delivers its counterproposal to the Company at least 14 days before the General Assembly, to the address of the headquarters of the Company Luka Rijeka d.d., Riva 1, 51000 Rijeka. The day the counterproposal is received is not included in this 14-day deadline. The counterproposal must be available at the Company's website [www.lukarijeka.hr](http://www.lukarijeka.hr). If the shareholder does not exercise the mentioned right, the right to make counterproposals in the General Assembly is not lost as a consequence. This applies, *mutatis mutandis*, to proposals of the shareholders in relation to the selection of the members of the Supervisory Board or in relation to the appointment of the auditor of the Company.

In the General Assembly, the Company Management will inform each shareholder, as per the shareholder's request, of the Company's affairs, if this is necessary to consider issues on the agenda of the General Assembly, whereas the information can be withheld due to reasons prescribed by Article 287 of the Company Act.

The Port of Rijeka j.s.c. notifies the shareholders that at the moment of convening the General Assembly, the share capital of the Port of Rijeka j.s.c. is divided to 13,480,475 shares, each giving the right to one vote.

Pursuant to the provision of Article 277 paragraph 4 subparagraph 4 of the Company Act, the Port of Rijeka j.s.c., notifies the shareholders that all notifications from Article 280.a of the Company Act can be found at the Company's website [www.lukarijeka.hr](http://www.lukarijeka.hr).

If it will not be possible to hold the General Assembly on 25<sup>th</sup> August 2016 due to a lack of quorum prescribed by the Statute, the next General Assembly will be held on 12<sup>th</sup> September 2016 at 11 a.m., with the same agenda and in the same location. The given powers of attorney are valid for that General Assembly, as well.

The participants are hereby invited to arrive to the General Assembly one hour prior to the scheduled start for the timely listing of the participants of the General Assembly.

**PORT OF RIJEKA j.s.c.**

**Vedran Devčić, President of the Company Management**  
**Linda Sciucca, Member of the Company Management**  
**Nenad Janjić, Member of the Company Management**